

SEP. 3. 2004 11:37AM

NO. 0928 P. 2

RECORDATION NO. 25174 FILED

AUG 30 '04 3-32 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

VIA UPS 2nd DAY AIR

August 26, 2004

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated June 2, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Galamba Metals Group, LLC
3005 Manchester TRFWY
Kansas City, MO 64129

A description of the railroad equipment covered by the enclosed document is one hundred ninety-five (195) 52'6" gondola cars, with NDYX marks (see Exhibit A for number).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosure
(GAME001)

ASSGN. NO.: GAME001

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 2nd day of June, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Galamba Metals Group, LLC ("Lessee"), a Missouri limited liability company corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 2, 2004, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 2, 2004, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By:

Name:

RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title:

ATTEST:

By:

Name:

GEDDIEA FREIBURGER

Title:

MGR. OF DOCUMENTATION

Executed on this

10th day of June, 2004.

[CORPORATE SEAL]

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3-32 PM

STATE OF

ILLINOIS

COUNTY OF

COOK

SURFACE TRANSPORTATION BOARD

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

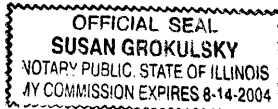
WITNESS my hand and official stamp or seal, this 10th day of June, 2004.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2004

(Notary Public)



LESSEE:

GALAMBA METALS GROUP, LLC

ATTEST:

By: Ed Heene
Name: ED HEENE
Title: CFO

By: Raymond J. Brown, Manager
Name: Raymond J. Brown
Title: LLC Manager

Executed on this 2nd day of June, 2004.

[CORPORATE SEAL]

STATE OF Missouri
COUNTY OF Jackson

I, Julie L. Hiron, a Notary Public of the County and State
aforesaid, certify that Raymond J. Brown personally appeared before me
this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 2nd day of June, 2004.

Julie L. Hiron
Notary Public

Commission Expires:

8-9-2005
(Notary Public)

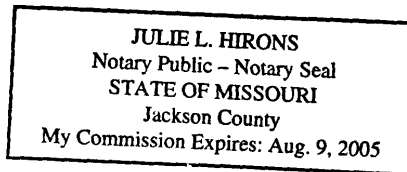


EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred ninety-five (195)

DESCRIPTION OF CARS: 52'6" Gondola cars with 5' sides and GRL of 268,000 lbs.

CAR NUMBERS:

NDYX 315102	NDYX 315166	NDYX 315260	NDYX 315314	NDYX 320520
NDYX 315104	NDYX 315167	NDYX 315262	NDYX 315315	NDYX 320523
NDYX 315105	NDYX 315168	NDYX 315263	NDYX 315316	NDYX 320524
NDYX 315109	NDYX 315169	NDYX 315264	NDYX 315317	NDYX 320526
NDYX 315110	NDYX 315170	NDYX 315267	NDYX 315319	NDYX 320528
NDYX 315112	NDYX 315171	NDYX 315271	NDYX 315320	NDYX 320529
NDYX 315116	NDYX 315172	NDYX 315273	NDYX 315321	NDYX 320530
NDYX 315117	NDYX 315173	NDYX 315274	NDYX 315322	NDYX 320532
NDYX 315120	NDYX 315174	NDYX 315275	NDYX 315323	NDYX 320535
NDYX 315122	NDYX 315176	NDYX 315276	NDYX 315325	NDYX 320536
NDYX 315123	NDYX 315177	NDYX 315277	NDYX 315326	NDYX 320538
NDYX 315124	NDYX 315178	NDYX 315278	NDYX 315328	NDYX 320539
NDYX 315125	NDYX 315179	NDYX 315279	NDYX 315329	NDYX 320542
NDYX 315127	NDYX 315180	NDYX 315280	NDYX 315330	NDYX 320543
NDYX 315128	NDYX 315181	NDYX 315282	NDYX 315331	NDYX 320546
NDYX 315129	NDYX 315182	NDYX 315283	NDYX 315332	NDYX 320547
NDYX 315130	NDYX 315183	NDYX 315284	NDYX 315334	NDYX 320548
NDYX 315132	NDYX 315184	NDYX 315285	NDYX 315335	NDYX 320549
NDYX 315134	NDYX 315185	NDYX 315286	NDYX 315336	NDYX 320553
NDYX 315135	NDYX 315186	NDYX 315288	NDYX 315337	NDYX 320554
NDYX 315143	NDYX 315187	NDYX 315289	NDYX 315604	NDYX 320555
NDYX 315144	NDYX 315188	NDYX 315290	NDYX 315605	NDYX 320558
NDYX 315145	NDYX 315193	NDYX 315291	NDYX 315606	NDYX 320559
NDYX 315148	NDYX 315195	NDYX 315292	NDYX 315607	NDYX 320560
NDYX 315149	NDYX 315196	NDYX 315293	NDYX 315608	NDYX 320561
NDYX 315150	NDYX 315197	NDYX 315294	NDYX 315609	NDYX 320563
NDYX 315151	NDYX 315198	NDYX 315295	NDYX 315610	NDYX 320564
NDYX 315152	NDYX 315199	NDYX 315296	NDYX 315611	NDYX 320565
NDYX 315153	NDYX 315200	NDYX 315297	NDYX 315612	NDYX 320567
NDYX 315154	NDYX 315201	NDYX 315298	NDYX 315613	NDYX 320568
NDYX 315155	NDYX 315203	NDYX 315299	NDYX 315826	NDYX 320570
NDYX 315156	NDYX 315204	NDYX 315300	NDYX 315833	NDYX 320571
NDYX 315157	NDYX 315205	NDYX 315301	NDYX 316175	NDYX 320573
NDYX 315158	NDYX 315206	NDYX 315302	NDYX 320509	NDYX 320575
NDYX 315159	NDYX 315207	NDYX 315303	NDYX 320510	NDYX 320576
NDYX 315161	NDYX 315251	NDYX 315304	NDYX 320511	Count: 195
NDYX 315162	NDYX 315253	NDYX 315305	NDYX 320512	
NDYX 315163	NDYX 315254	NDYX 315306	NDYX 320513	
NDYX 315164	NDYX 315256	NDYX 315309	NDYX 320514	
NDYX 315165	NDYX 315257	NDYX 315312	NDYX 320519	